

## **KIRKLEES COLLEGE CORPORATION**

### **STANDING ORDERS RELATING TO BUSINESS AND PROCEEDINGS OF THE CORPORATION**

#### **1. INTRODUCTION**

- 1.1 The Standing Orders of the Corporation have been established under the Articles of Government (“the Articles”) by which the Corporation has the power to make rules and bye-laws regarding the governance and conduct of the College. Their purpose is:
- to complement the Financial Regulations in terms of financial governance;
  - to identify additional policies, procedures, protocols and practices which have been formally adopted by the Corporation, including the “Code of Conduct”; and
  - to set out rules for observance by the Corporation and its membership in discharging its responsibilities under the Instrument of Government (“the Instrument”) and the Articles.
- 1.2 The Standing Orders will be reviewed regularly and not less than every three years. Amendments to the Standing Orders may only be made following specific approval of the Corporation.
- 1.3 These Standing Orders do not displace nor take precedence over the Instrument and Articles, which are the primary authority for guidance on the conduct of the Corporation’s business. They shall be used in conjunction with the Instrument and Articles and advice issued by the Education & Skills Funding Agency, the Department for Education and their predecessors.
- 1.4 It is the responsibility of the Clerk to the Corporation (“the Clerk”) to advise the Corporation (or if appropriate the Chair of the Corporation or the chair of one of its committees) if at any time it appears that the Corporation (or any individual Governor) is or may be in breach of:
- the Instrument or Articles;
  - these Standing Orders; or
  - the Code of Conduct.

#### **SECTION A: THE CORPORATION**

#### **2. MEMBERSHIP AND TERMS OF OFFICE**

- 2.1 The Corporation will appoint at least 10 and not more than 20 Governors, to include:
- (a) the Principal (ex officio);
  - (b) at least two members of the College Staff, nominated and elected from among the Staff and appointed by the Corporation;
  - (c) at least two students, elected by the Student body in accordance with the Students Union (“SU”) Constitution; and
  - (d) a majority of Independent Governors.
- 2.2 The final decision to appoint Governors (including Staff and Student Governors) to serve on the Corporation rests with the Corporation as a body. The Corporation shall not appoint or reappoint any Independent Governor unless it has first considered the advice of its Search Committee.

- 2.3 Independent Governors will be appointed for a term of office of up to 4 years. On the expiry of their term of office, Independent Governors will be eligible for re-appointment. Any Independent Governor wishing to be considered for re-appointment will be subject to a rigorous review of their performance. In line with the Code of Good Governance for English Colleges, it should be regarded as exceptional for any individual to serve more than two consecutive terms of office (or 8 years), unless subsequently undertaking a new and more senior role, for example as chair of a Committee, or as Chair or Vice Chair of the Corporation.
- 2.4 At the end of their eighth consecutive year in office, Governors shall be deemed to have reached the end of their term of office. Although Governors who have completed at least eight consecutive years in office may be considered for reappointment in the usual way, each further re-appointment should usually be for a maximum term of one year, so that the position is reviewed at least annually, and with an expectation that the individual will mentor new Governors where appropriate.
- 2.5 One **Staff Governor** shall be drawn from the academic staff and one from the non-academic staff and they will be nominated and elected by academic and non-academic staff respectively. The Clerk shall be responsible for overseeing the election arrangements. Staff Governors will be appointed for a term of office of four years. On completion of their term of office or if the position becomes vacant for any other reason, a further election will be held.
- 2.6 **Student Governors** will be elected by the student body in accordance with the SU Constitution. Unlike other categories of membership, Student Governors are normally appointed for a one or two-year term of office.
- 2.7 Unless his/her appointment is terminated in accordance with paragraph 9.2 of the Instrument, or he or she chooses to step down, an **Executive Governor** shall remain a Governor for as long as he/she holds his/her primary office.
- 2.8 The Search committee shall monitor Governors' terms of office to ensure that appropriate arrangements are in place for maintaining continuity in the appropriate categories of membership. The Clerk will maintain a register of Governors' terms of office which will periodically be made known to the Corporation so that any views of the membership as a whole may be taken into account in respect of succession planning.

### 3. APPOINTMENT OF THE CHAIR AND VICE-CHAIR

- 3.1 The Corporation will appoint a chair and vice-chair, in each case for a maximum of two terms of four years, with a formal review after two years. An individual reaching the end of their first term of office as Chair or Vice Chair shall be eligible for reappointment.
- 3.2 In the event of a vacancy arising for the office of Chair or Vice Chair, the Clerk will:
- (a) provide Governors with written notice that an appointment is to be made for the role of Chair or Vice Chair. The Clerk will normally provide fourteen days' notice.
  - (b) request that written nominations be submitted to him/her at least 24 hours before the appointed date and time when the selection is due to take place. Nominees must be proposed and seconded by other Governors; one of the proposers must confirm, in writing, the nominee's willingness to accept the office, if selected.

- 3.3 Where three or more persons are nominated for the position of Chair or Vice Chair of the Corporation and there is not a majority in favour of one person, the person having the least votes shall be disregarded and a fresh vote taken.

#### **4. MEETINGS**

- 4.1 Unless otherwise provided by the Instrument, the date, time and place of meetings will be determined by the Chair.
- 4.2 A calendar of meetings for the Corporation and its committees will be established for the following college year, by 1 April or as soon as possible thereafter.
- 4.3 The Corporation will, as a minimum, meet once in every term, and will hold such other meetings as may be necessary for the effective conduct of its business. For the avoidance of doubt, the Corporation may meet and make decisions face-to-face or may use telephone, videoconferencing, web-conferencing or written resolution.
- 4.4 An annual schedule of business will be established and approved by the Corporation.
- 4.5 Subject to the provisions of the Instrument, all meetings will be called by the Clerk to the Corporation, who will send written notice of the meeting and a copy of the agenda at least seven calendar days in advance, to each Governor. The non-receipt of notice of a meeting will not invalidate a meeting.
- 4.6 The Chair will conduct all meetings of the Corporation. In the Chair's absence, the chair will be taken by the Vice Chair. If both the Chair and Vice Chair are absent, the Governors present will elect a Chair for the meeting from among their number, in accordance with the Instrument.
- 4.7 The Corporation has set for itself an attendance performance indicator of 80%. Reports of Governors' attendance will be presented to the Corporation at least annually.
- 4.8 Governors are appointed in the expectation that they are able to participate fully in the work of the Corporation, including attendance at meetings, and contribute to the life of the College. The Corporation will consider removing a Governor from office if he/she has been absent from meetings of the Corporation for a period longer than 6 consecutive months.
- 4.9 A Governor's inability to attend any meeting should be notified to the Clerk as far in advance as possible. This will allow the Clerk to judge whether a meeting will be quorate or may need to be postponed.

#### **5. QUORUM**

- 5.1 Meetings of the Corporation will be quorate if the number of Governors present is at least 40% of the number of Governors actually appointed (not including any vacancies) or four Governors, whichever is highest.
- 2.1 If a quorum is not present for a meeting, or if during a meeting there ceases to be a quorum, the Clerk shall inform the chair of the meeting at once. An inquorate meeting shall normally be terminated by the chair of the meeting, although it is possible to continue discussions on an informal basis. It is then open to the chair of the meeting to call a special meeting to undertake the remaining business as soon as it is convenient, or to defer consideration to the next ordinary meeting.

## **6. AGENDA AND ORDER OF BUSINESS**

- 6.1 The Corporation meeting agenda will be co-ordinated by the Clerk in consultation with the Chair of the Corporation and Principal.
- 6.2 Supporting papers for the agenda, including relevant committee minutes and the management reports will be sent to Governors with the agenda. Only exceptionally will papers be sent separately from the agenda or tabled at the meeting. Papers in respect of agenda items for which the Corporation might require a Governor to withdraw from the meeting in accordance with the Instrument, may be withheld from that Governor.
- 6.3 A Governor wishing to put forward an item for the agenda should submit it in writing to the Clerk, with supporting documents where necessary, at least ten calendar days in advance of the meeting.
- 6.4 Business will be taken in the order it appears on agenda for the meeting, unless varied by the decision of the Governors present at the meeting.
- 6.5 The agenda will not provide for "Any Other Business". Any Governor wishing to raise an item not provided for on the agenda, should inform the Chair prior to, or at the start of the meeting. The Corporation will decide whether the item may be considered, deferred to a subsequent meeting or not heard at all. Lengthy items, other than of an urgent nature, will be deferred to a subsequent meeting.

## **7. DISCUSSION, DEBATE AND DECISIONS**

- 7.1 The Chair will ensure that all Governors enjoy equal opportunity to express their views.
- 7.3 A member may not vote by proxy.
- 7.4 The Corporation will receive but not debate, decisions which it has delegated to a committee, working party or individual.
- 7.5 Not all decisions at meetings need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- 7.6 Should any Governor request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the issue shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote. The number voting for, against or abstaining shall be recorded in the minutes.
- 7.7 It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.
- 7.6 In the event of a tied vote, the Chair may vote a second time to determine the issue.
- 7.7 Decisions of the Corporation are binding on all Governors.

7.8 Decisions of the Corporation may only be varied or rescinded at a subsequent meeting of the Corporation if consideration of that variation or rescission is a specific item of business on the agenda for that meeting.

7.9 No Governor or individual may take action on behalf of the Corporation unless authority to do so has been delegated formally by resolution of the Corporation.

## **8. ACCESS TO MEETINGS**

8.1 The Corporation will decide who, other than a Governor, Principal or Clerk, will be admitted to a meeting.

8.2 Unless otherwise determined by the Chair, all Senior Post Holders shall have a standing invitation, and the Principal shall be entitled to invite any member of Staff, to any of the Corporation or Committee meetings, with the exception of the Executive Employment Committee, attendance at which shall be by invitation of the meeting Chair only.

## **9. MINUTES**

9.1 The minutes will briefly summarise the outcome of the Corporation's deliberations and resolutions. Any decisions shall be recorded in such a way as to clearly indicate what was determined by the Corporation in relation to the item in question.

9.2 Separate restricted minutes shall be taken of those parts of meetings from which Staff Governors, Executive Governors, Student Governors and/or the Clerk have withdrawn in accordance with the Instrument. Such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

9.3 A dissenting view will be recorded in the minutes of the meeting, if that is the expressed wish of one or more Governors present.

9.4 The draft minutes will be checked for accuracy by the relevant chair, following which they will be available for public inspection by arrangement with the Clerk.

9.5 Action will be taken on the basis of decisions recorded and need not wait the approval of the minutes at the next meeting.

9.6 The minutes, once approved by the Corporation at the subsequent meeting (other than a special meeting), will be placed on the College website.

## **10. PERSONAL INTERESTS**

10.1 The Clerk will maintain a register of interests of Governors, which will be reviewed annually.

10.2 Governors will also draw attention to their declared financial or personal interests in advance of and during meetings as appropriate.

10.3 A Governor may be required to withdraw from a meeting, if he/she would appear to the other Governors present:

- To stand to gain financially from a matter under consideration;
- To have a personal interest in a matter under consideration;
- To be a relative of a student or an employee being discussed.

## **11. DISORDERLY CONDUCT**

- 11.1 If any Governor, in the opinion of the Chair of the meeting, commits misconduct by persistently disregarding the ruling of the Chair, or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair, or any other Governor, may move “that the Governor named be not be further heard” and the motion, if seconded, will be put and determined without discussion.
- 11.2 If anyone interrupts a meeting the Chair may warn him/her, and if the interruption continues the Chair may order his/her removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public, the Chair may order that part to be cleared.
- 11.3 The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he/she considers appropriate.

## **12. TERMINATION OF MEMBERSHIP AND GOVERNOR SUSPENSIONS**

- 12.1 Governor resignations shall be notified in writing to the Clerk, who shall report the matter to the next meeting of Corporation. It is very helpful for the Corporation to have some advanced notice of the intention to resign but there is no minimum notice period and all resignations shall be deemed to take effect immediately unless otherwise stated in the notice. Resignation from the Corporation shall have the effect of terminating any Committee memberships.
- 12.2 Any Governor who becomes ineligible to be a Governor shall cease to be a Governor with immediate effect and shall notify the Clerk of the fact. Should the individual subsequently become eligible again, he/she may be reappointed in the usual manner.
- 12.3 Under the Instrument of Government, the Corporation may suspend a Governor or remove him/her from the Corporation for reasons other than statutory disqualification. Any proposal to suspend or remove a Governor for non-statutory reasons must be specified as an agenda item for a meeting and at least seven days’ notice must be given. The Corporation must set out, in a notice to the Governor concerned, the proposed resolution and a statement explaining why the resolution is being proposed in sufficient detail to enable the Governor to respond appropriately. Prior to consideration of the resolution, the affected Governor must also be afforded an opportunity to make a presentation to the Corporation either in person, in writing, or through a representative.
- 12.4 A Governor who is suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meetings during his/her suspension.
- 12.5 Suspension should not normally be for longer than six months.

## **SECTION B: COMMITTEES OF THE CORPORATION**

### **13. APPOINTMENT OF COMMITTEES**

- 13.1 The Corporation has established the following Committees:
- Audit Committee
  - Executive Employment Committee
  - Finance Committee
  - Quality, Performance and Standards Committee

- Search and Governance Committee
- Safeguarding Committee

13.2 The constitution and Terms of Reference for such Committees will be reviewed regularly and at least bi-annually.

#### **14. MEMBERSHIP OF COMMITTEES**

14.1 Subject to Standing Order 14.7, the Corporation is the appointing authority for Committee members.

14.2 Membership of the Committees will be reviewed annually, normally at the July meeting of the Corporation, for the following year.

14.3 The Chair of the Corporation, the Principal and members of the College's Finance Committee may not be members of the Audit Committee.

14.4 The Corporation may appoint or 'co-opt' an individual who is not a Governor to any Committee other than a Special Committee as defined in Article 9.

14.5 Membership will be as stated in each Committee's Constitution.

14.6 The Clerk will seek Governors' preferences for the Committee/s on which they wish to serve before presenting proposals for Committee membership to the Corporation.

14.7 Where there is a vacancy in a Committee, the Chair of that Committee, acting with the Chair or Vice Chair of the Corporation, may appoint to the Committee any suitable person, having due regard to the Instrument and these Standing Orders, such appointment to have effect only until the next Corporation meeting.

#### **15. ATTENDANCE AT COMMITTEE MEETINGS**

15.1 All designated members of a Committee determined by the Corporation will be entitled to attend all meetings of the relevant Committee.

15.2 Any Governor who is not a member of the Committee will be able to attend any meeting of the Committee with the agreement of the Chair of that Committee.

15.3 Any Governor attending by agreement will be permitted to receive an agenda for the meeting only with the permission of the Chair of the Committee.

15.4 During the course of a meeting, any Governor attending by invitation will be permitted to speak on an issue only with the permission of the Chair of the Committee.

15.5 No person who is not a member of the Committee or the Clerk to the Corporation, will be allowed to attend any meeting of a Committee except by the invitation of the Chair of the Committee.

15.6 Senior officers of the College will attend meeting of Committees in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the Committee or the Principal.

## **16. ELECTION OF COMMITTEE CHAIRS AND VICE CHAIRS**

- 16.1 Unless a chair and/or vice chair is designated by the Corporation, the chair and vice chair, (if any) of each Committee will be elected by members of that Committee on an annual basis at the first meeting of the Committee in the academic year.
- 16.2 Neither the Principal nor any Staff or Student Governor shall be the chair or vice chair of any Committee or act as chair in the chair's absence.
- 16.3 Where a chair or vice chair of a Committee ceases to hold office during an academic year, the vacancy will be filled at the earliest opportunity.

## **17. MEETINGS OF COMMITTEES**

- 17.1 The chair of a Committee or the Chair of the Corporation may call a special meeting of the Committee at any time.
- 17.2 All meetings of Committees will be serviced by the Clerk who will send the agenda to each member of the Committee at least seven days before the meeting.
- 17.3 Meetings of Committees and working parties will start at a time convenient to the majority of members involved.
- 17.4 Committees may make decisions by telephone, videoconferencing, web-conferencing or written resolution, in the same manner as the Corporation.

## **18. QUORUM OF COMMITTEES**

- 18.1 Meetings of each Committee will be quorate in accordance with the constitution of that Committee and will require a minimum of 3 members.
- 18.2 If the number of members assembled for a meeting of a Committee does not constitute a quorum, or if a meeting ceases to be quorate, it will normally be cancelled or terminated by the chair, although it is possible to continue discussions on an informal basis. It is then open to the chair to cause a special meeting to be summoned as soon as may be convenient, or to defer consideration to the next ordinary meeting.

## **19. MINUTES OF COMMITTEE MEETINGS**

- 19.1 The unconfirmed minutes of meetings will be circulated to all members of the Committee and taken at the next meeting of the Committee for final approval.
- 19.2 The approved minutes will be made available during normal office hours at the College to any person wishing to inspect them and will be placed on the College website.
- 19.3 The minutes of Committee meetings will be presented to the Corporation at the next available meeting.

## **20. CO-OPTED MEMBERS OF COMMITTEES AND SUB-COMMITTEES**

- 20.1 A member of a Committee who is not a Governor will cease to be a member where s/he has been absent from any meeting for six months unless that failure is for a reason previously approved by the Committee.



## **SECTION C: GENERAL MATTERS**

### **21. EXPENSES**

- 21.1 Membership of the Corporation and its Committees is voluntary and unpaid.
- 21.2 Governors and Co-opted Committee members may claim reasonable travelling and associated costs necessarily incurred in connection with their attendance at meetings, training events and conferences in their capacity as a Governor or Co-opted Committee member.
- 21.3 Claims must be accompanied by receipts and will be paid in accordance with the College's staff expenses policy.

### **22. TRAINING POLICY**

- 22.1 The Corporation is committed to the development of Governors and Co-opted Committee members to ensure that they are able to discharge their duties confidently and effectively.
- 22.2 Development activities should be individually-focussed, fully funded by the College and may include:
- Planned induction
  - The assignment of a mentor
  - A regular self-assessment of governor performance
  - Briefings and presentations
  - An annual programme of governor development events

### **23. SELF ASSESSMENT**

- 23.1 The Corporation will undertake appropriate self-assessment on a regular basis. The method of self-assessment will be determined by the Corporation.

### **24. ACCESS TO INFORMATION ON CORPORATION PROCEEDINGS**

- 24.1 The College shall have a publication scheme under the Freedom of Information Act 2000.
- 24.2 The Corporation has a Code of Conduct which commits Governors to conduct their business in accordance with the Seven Principles of Public Life as originally set out by the Nolan Committee. These include openness and accountability. In line with these principles, the Corporation has determined that wherever possible, business will not be treated as confidential and that all agendas, reports and minutes will be made available for public inspection, with the exception of certain excluded item under Clause 18 of the Instrument.

### **25. STATEMENTS ON BEHALF OF THE CORPORATION**

- 25.1 Statements on behalf of the Corporation shall only be made by the Chair, or in his/her absence, the Vice Chair or the Principal and Chief Executive.

**Approved by the Corporation: 16 July 2021**